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DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

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May 12, 1995

MAY 12 1995

19407-A+B

New Recordation No., -A and -B

Dear Mr. Williams:

63.00 filing fee

On behalf of The Provident Bank, I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Agreement ("Lease") executed as of April 28, 1995 and two related secondary documents, not previously recorded, the first one entitled Memorandum of Assignment ("Lease Assignment") executed as of April 28, 1995 and the second one entitled Memorandum of Security Agreement ("Security Interest Assignment") executed as of April 28, 1995.

1. The parties to the enclosed Lease are:

Georgia Northeastern Railroad Company, Inc.
Suite 315
1819 Peachtree Road NE
Atlanta, GA 30309

- LESSOR

CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

- LESSEE

The said Lease, among other things, acts to lease to the Lessee by the Lessor 225 gondola cars, identified as GNRR 5000 - GNRR 5224, both inclusive.

The equipment covered by the instant Lease is as identified as 225 gondola cars, GNRR 5000 - GNRR 5224.

A short summary of the Lease to appear in the ICC Index is as follows:

"Covers 225 gondola, GNRR 5000-5224."

2. The parties to the enclosed Lease Assignment are:

Georgia Northeastern Railroad Company, Inc.
Suite 315
1819 Peachtree Road NE
Atlanta, GA 30309

- ASSIGNOR

Counterparts - 4/28/95

First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 84111

- ASSIGNEE

CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

- LESSEE/
CONSENTING
PARTY

The said Lease Assignment, among other things, acts to assign to the Assignee all right, title and interest of the Assignor in the above-mentioned Lease and should be recorded as "-A" under the same Recordation No. as the said Lease.

The equipment covered by the instant Lease Assignment is the equipment covered in the above-mentioned Lease.

A short summary of the Lease Assignment to appear in the ICC Index is as follows:

"Complete assignment of above lease."

Please index separately the name of the above-mentioned Assignee, First Security Bank of Utah, N.A., in the ICC "Vendee/Assignee" Index Book ("white pages") as follows:

Index under First Security Bank of Utah, N.A., saying, "See Recordation No. 17407-A."

3. The parties to the enclosed Security Interest Assignment are:

First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 84111

- ASSIGNOR

The Provident Bank
One East Fourth Street
Cincinnati, Ohio 45202

- ASSIGNEE

CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

- LESSEE/
CONSENTING
PARTY

The said Security Interest Assignment, among other things, acts to assign to Assignee a security interest in all right, title and interest of Assignor as Lessor in the Lease and should be recorded as "-B" under the same Recordation No. as the said Lease.

The equipment covered by the instant Security Interest Assignment is the equipment covered in the above-mentioned Lease.

A short summary of the Security Interest Assignment to appear in the ICC Index is as follows:

"Assignment of security interest in above lease."


Please index separately the name of the above-mentioned Assignee, The Provident Bank in the ICC "Vendee/Assignee" Index Book ("white pages") as follows: Index under The Provident Bank, saying "See Recordation No. 17407-B."

DONELAN, CLEARY, WOOD & MASER, P.C.

Enclosed is a check in the amount of sixty three dollars (\$63.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterpart(s) of the documents not required for filing purposes, together with the letter/receipt from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
*Attorney for The Provident Bank for the purpose
of this filing.*

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423
Enclosures
BY HAND
5310-020

MEMORANDUM OF AGREEMENT

1. Georgia Northeastern Railroad Company, Inc., a Tennessee corporation ("GNRR"), and CSX Transportation, Inc., a Virginia corporation ("CSXT"), have entered into an agreement dated July 29, 1994, as amended by letter dated January 31, 1995 (the "Assignment Agreement"), pursuant to which GNRR has agreed to lease (assign) to CSXT 225 reconditioned 52' 6", 100-ton, 5-foot high side gondola cars bearing the reporting marks and car numbers GNRR 5000 through 5224.

2. The addresses of the parties are as follows:

Georgia Northeastern Railroad Company, Inc. (Lessor)
1819 Peachtree Road, N.E., Suite 303
Atlanta, Georgia 30309

CSX Transportation, Inc. (Lessee)
500 Water Street
Jacksonville, Florida 32202

3. The term of the lease is for three years from the first day of the month following the date on which the last car is placed into service with a U.S. carrier, but in no case later than April 1, 1995.

4. The terms and provisions of the lease are more particularly set forth in the Assignment Agreement between Georgia Northeastern Railroad Company, Inc. and CSX Transportation, Inc.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of the 28th day of APRIL, 1995.

GEORGIA NORTHEASTERN RAILROAD
COMPANY, INC.

By: Will L. Pierce
Name/Title: WILLAS L. PIERCE / President

[CORPORATE SEAL]

CSX TRANSPORTATION, INC.

By: [Signature]
Name/Title: VP Service Equipment

[CORPORATE SEAL]

STATE OF Georgia
COUNTY OF Fulton

On the 8th day of May, 1995, before me personally appeared Wildo A. Pierce to me personally known, who being by me duly sworn says that he is President of Georgia Northeast Railroad Company, Inc., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

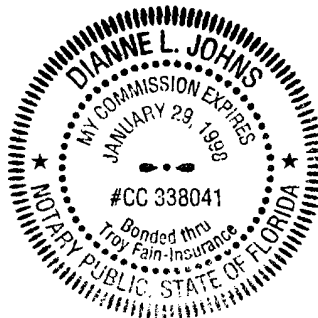
Jay T. Nardin
Notary Public

My commission expires Notary Public, Coweta County, Georgia
My Commission Expires March 30 1999

[NOTARIAL SEAL]

STATE OF Florida
COUNTY OF Duval

On the 8th day of May, 1995, before me personally appeared Renee D. Rysdahl, to me personally known, who being by me duly sworn says that she is VP-Svc. - Export of CSX Transportation, Inc., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Dianne L. Johns
Notary Public

My commission expires: Jan. 29, 1998

[NOTARIAL SEAL]